

NOTICE OF POSTAL BALLOT

Pursuant to section 110 of the Companies Act, 2013

To,

The Members of the Company

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company is seeking the consent of the Shareholders for resolutions set out below through process of Postal ballot including electronic e voting .

The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of Postal Ballot, they shall be deemed to have been passed as Special Business as on the date of declaration of results. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolutions.

The Board of Directors of the Company has appointed KISHOR DUDHATRA Company Secretaries in whole time Practice (Ahmedabad), as the Scrutinizer for conducting the postal ballot process and electronic e voting , in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal ballot form and return the same duly completed. The duly completed Postal Ballot form(s) should reach the Scrutinizer not later than 05.00 p.m. (IST) on 14TH December , 2017.

The Scrutinizer will submit his report for postal ballot to the Chairman or any Director or Company Secretary of the Company on or before 20th December , 2017. The combined result of postal ballot and e voting shall be declared on or before 20th December , 2017.. In addition the results being communicated to the BSE Limited and shall also be displayed at the company's website: www.captainpolyplast.com

SPECIAL BUSINESS :

1. To Approval for Sell, Lease or Otherwise Disposal Of Undertaking Of The Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution, as a Special Resolution:

"RESOLVED THAT pursuant to the provision of Section 180(1)(a) and other applicable provision, if any, of the Companies Act, 2013(including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for Mortgaging, Hypothecating, Charging and pledging and/or creating a floating charge and/or also to create lien, charges and all other encumbrances of whatsoever nature, on all or any of the Company's assets and properties whether immovable, movable, current assets or stock in trade and the whole or substantially the whole of all or any of the undertakings of the Company, where so ever situated, both present and future, in such form and in such manner as the Board may think fit and proper, in favor of any Financial Institutions/Banks/Bodies Corporate/other agencies/persons (hereinafter referred to as 'Lenders') for securing any financial facilities/Loans up to an aggregate amount not exceeding **Rs. 100 Crores (Rupees One Hundred Crores Only)** together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages commitment charges, premium on pre-payment, or on redemption, costs, charges, expenses and all other monies payable by the Company to the lenders or any of the them under the agreement/arrangements entered into/ to be entered in to by the Company in respect of the said financial facilities/loans as the case may be;

"RESOLVED FURTHER THAT, Board of Director of the Company be and is hereby authorized to finalize with the aforesaid parties or any of them, the documents for creating the Mortgages/ Hypothecations/ Charges/ Pledges and accepting or making any alterations, changes, variations to or in terms and conditions , to do all such acts, deeds matters and thing and to execute all such further and other documents and writings as it may consider necessary, for the purpose of giving effect to this resolution."

2. Alteration In Object Clause Of The Memorandum Of Association:

"RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of the Companies, Gujarat, Dadra & Nagar Haveli and other authorities as may be applicable in this regard, consent of the members be and is hereby accorded for altering the Object clause of the Memorandum of Association of the Company. The Clause III (Main Object Clause) of the Memorandum of Association of the Company be altered by adding the following new clauses after the existing clause III (A) (4) thereof:

"To carry on the business of construction and developers of irrigation canals, houses, bungalows, row houses, farm houses, resorts, malls, commercial building, shops, factory buildings, godowns, warehouses and to prepare and deal in materials necessary for building and to carry on business as building contractors and to acquire Land and plots for colonization or otherwise, sell or purchase plots or buildings, construct for special economic zone and industrial park and buildings for sale and rent or both on installments or otherwise, to carry on in India or elsewhere, either alone or jointly with one or more person, government, local or other bodies, the business to construct, build, alter, acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, fabrication, furnish, level, decorate, fabricate, install, finish, repair, maintain, Fabricate, search, survey, examine, taste, inspect, locate,

modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist, and to act as civil engineer, consultant, advisor, agent, broker, supervisor, administrator, contractor, sub-contractor, turnkey contractor and manger of all types of construction, developmental, infrastructures work in all its branches such as roads, ways, culverts, warehouses, factories, buildings, structures, drainage and sewage works, docks, harbors, irrigation works, foundation works, flyovers, airports, runways, rocks drilling, aqueduct, stadiums, hydraulic units, sanitary work, hotels, public utilities, multistoried, colonies, complexes, housing products and other works and for the purpose to acquire, handover, purchase, sell, own, cut to size, develop, distribute or otherwise to deal in all sorts of land and buildings."

"RESOLVED FURTHER THAT, any Director of the Company be and is hereby severally authorized to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution."

By order of Board
FOR CAPTAIN POLYPLAST LTD

Date : 08/11/2017

Sd/-

Place : Rajkot

Khyati S. Mehta
(Company secretary)

Notes

1.Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed.

2.In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by Postal Ballot.

3.KISHOR DUDHATRA (COP No. 3959), Company Secretaries in whole time practice (Ahmedabad) has been appointed as Scrutinizer for conducting the Postal Ballot in accordance with the law in a fair and transparent manner.

4.The Notice is being sent to all the members by Registered Post/Courier whose names appear in the Register of Members/Record of Depositories as on Friday , 3rd November 2017. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date Friday , 3rd November 2017.

5.You are requested to carefully read the instructions printed in the Postal Ballot form and return the form duly completed with the Assent (for) or Dissent (against) in the attached self-addressed business reply envelope so as to reach the Scrutinizer on or before 05.00 p.m. (iST) on 14TH December , 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed postal ballot form on or before 05.00 p.m. (iST) on 14TH December , 2017 providing sufficient time for postal transit.

6. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the web-link www.captainpolyplast.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 05.00 p.m. (iST) on 14TH December , 2017

7.In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Listing Agreement read with Regulation 44 of SEBI (LODR) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system ("remote e-voting") will be provided by *Central Depository Services Limited*

8. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

9.Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".

10. The remote e-voting period commences on 15/11/2017 (9:00 am) and ends on 14/12/2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 03/11/2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

- a.** In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- Open email and open PDF file viz; "CAPTAIN POLYPLAST remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.cdsl.com/>
 - Click on "Shareholder – Login"
 - Put user ID and password as initial password/PIN noted in step (i) above Click Login.
 - Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - Select "R EVEN" (Remote E-Voting Event Number) of Captain Polyplast Limited
 - Now you are ready for remote e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ksdudhatra@yahoo.com with a copy marked to evoting@cdsl.co.in
- c.** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- d.** If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- e.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- f.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 03/11/2017.
- g.** However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.cdsl.com or mail to CDSL at the following helpdesk.evoting@cdslindia.com.

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS
(Pursuant to Section 102 of the Companies Act, 2013)**

Item no. 1 To Approval for Sell, Lease or Otherwise Disposal of Undertaking of the Company:

Looking into the future plans, the Company may require additional funds from time to time. Hence, the Board of Directors of the Company should be authorized to borrow moneys from banks, Financial Institutions and any other sources. This may also require the Company to give securities for due repayment of loan amount and interest thereon to the Banks and Institutions as per their stipulated terms and conditions, In terms of Provisions of Section 180(1)(a) of the Companies Act, 2013 It is require to provide necessary powers to the board To Sell, Lease, Mortgage and/ or otherwise dispose off the whole of substantially the whole of the undertaking(s).

None of the directors is concerned or interested in this resolution.

Item No. 2: Alteration In Object Clause Of The Memorandum Of Association:

Your Company wants to enter into the new area of business for construction & related activity . However these objects are currently not covered as per the Object clause as mentioned in clause 3 of Memorandum of Association also your company plans to undertake new initiatives and to enter into areas of construction business more pertaining to irrigation canals & others as mentioned new object. All these activities are being looked at from the point of view of adding value to the organization thus enhancing share holders value.

Your company can undertake these activities provided these are included in the Object clause of the MOA of the Company. Hence, the amendment of Object Clause is proposed to bring in clarity. The above activities can be carried out after insertion of new Clause in the MOA. These changes proposed are the enabling clauses so that these activities can be carried out by the Company as and when a decision is taken in this regard.

After its Board approval, the shareholders approval shall be required to be obtained. The proposal has therefore, been submitted for consideration and approval that the Object Clause of the MOA be proposed to be amended by insertion of clauses permitting to the new activities as well as modifying the existing clause to expand the scope of the activities.

The Board recommends the passing of the special Resolutions. None of the Directors of the Company are interested or concerned in the proposed Resolutions either directly or indirectly.



CAPTAIN POLYPLAST LTD.

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web : www.captainpolyplast.com | e-mail : info@captainpolyplast.com
CIN NO. : L25209GJ1997PLC031985

POSTAL BALLOT FORM (To be returned to the Company)

S. No.:

- Name(s) of Shareholder(s)/
Beneficial Owner(s)
(including Joint Holders, if any)
(in BLOCK LETTERS)
- Registered address of the
Sole/First named Shareholder/
Beneficial Owner
- Registered Folio No. /
*DPID No./Client ID No.
(*Applicable to Shareholders holding
Shares in dematerialized form)
- No. of shares held: -

5. I/We hereby exercise my/our vote in respect of the Resolution to be passed for the business stated in the Notice of the Company dated 25th August, 2017 by sending my/our assent or dissent to the said Resolution by placing tick (/) mark at the appropriate box below:

Description	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
To Approval for Sell, Lease or Otherwise Disposal Of whole Undertaking Of The Company			
Alteration In Object Clause Of The Memorandum Of Association			

Date :

Place :

Signature(s) of the Shareholder(s)